



SECRETARIAL COMPLIANCE REPORT
As Per Regulation 24A OF SEBI(LODR)Regulations, 2015
OF
TRANS INDIA HOUSE IMPEX LIMITED
(Formerly Known as IO System Limited)
CIN: L74110UP1987PLC008764
ISIN: INE502D01011
Scrip Code: 523752
Stock Exchange: BSE (Bombay Stock Exchange)
For The Financial Year Ended On 31st Day Of March, 2023

We, M/S HDS & Associates, Practicing Company Secretaries, Ahmedabad have examined:

- all the documents and records made available to us and explanation provided by **M/S Trans India House Impex Limited** (Formerly Known as IO System Limited) ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges, website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on 31st day of March, 2023("Review Period") in respect of Compliance with the provision of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;**
 - The company has reclassified the Authorized Share Capital of the Company from its present Authorized Share Capital of INR 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) each to INR 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each on reclassification of 5,00,000 (Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) to 50,00,000 (Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each of the Company vide Special resolution passed in the Extra Ordinary General meeting held on 28-12-2022;



- The Company has increased its authorized Share capital from INR 25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each be and is hereby increased to INR 51,00,00,000 (Rupees Fifty One Crores only) divided into 5,10,00,000 (Five Crore Ten Lakh) Equity Shares of INR 10/- (Rupees Ten only) each by creating additional 2,60,00,000 (Two Crores Sixty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each ranking Pari Passu in all respects with the existing Equity Shares of the Company vide Special resolution passed in the Extra Ordinary General meeting held on 28-12-2022;
 - The Company has shifted its registered office from Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1, Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh to B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej, Ahmedabad – 380054, Gujarat vide Special resolution passed in the Extra Ordinary General meeting held on 28-12-2022 subject to approval will be taken from the Regional Director (R.D.).
- 4. Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations,2018; -**
- The Company has issued 1,86,26,000 (One Crore Eighty-Six Lakh and Twenty-Six Thousand) Convertible Equity Warrants at a price of INR10/- per Warrant which is at par of the face value on preferential allotment basis vide Special resolution passed in the Extra Ordinary General meeting held on 28-12-2022;
- 5. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;-**
- The Company has been taken over on 06th May, 2022 by following takeover process as per above mentioned regulation.
- 6. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- N.A.**
- 7. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;- N.A.**
- 8. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -N.A.**
- 9. Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares)Regulations,2013;-N.A.**
- 10. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;**



11. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued there under;
12. Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;-N.A.
13. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; Securities and Exchange Board of India (Depository Participant) Regulations, 2018;



We, M/S HDS & Associates, Practicing Company Secretaries, Ahmedabad, hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. no	Particulars	Compliance (Yes/ No)	Status	Observation remarks by PCS
1	Secretarial Standards	Yes		N.A.
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> ➤ All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ➤ All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes Yes		N.A.
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> ➤ The Listed entity is maintaining a functional website ➤ Timely dissemination of the documents/ information under a_separate_section on the website ➤ Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes		N.A.
4	<u>Disqualification of Director:</u>	No		None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A.		The Company has no Subsidiaries, hence this clause is not applicable.
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes		N.A.
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors</p>	Yes		N.A.



	and the Committees at the start of every financial year as prescribed in SEBI Regulations		
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes Yes	N.A.
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	N.A.
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	N.A.
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	Annexure-A
12	<u>Additional Non-compliances, if any:</u>	No	No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.

Date: 17-04-2023
Place: Ahmedabad



**For HDS& Associates
(Company Secretaries)**

Cop. No: 17840

Heti Rehen Digitally signed by
Hetu Rehen Gandhi

Gandhi

CS Heti R. Gandhi

(Proprietor)

M. No. F11884

Pr. No. 1507/2021

UDIN: A047554E000118779

Received & Accepted by the Company
For TRANS INDIA HOUSE IMPEX LIMITED

MAYANK SURESH JOLLY Digitally signed by MAYANK SURESH
JOLLY
Date: 2023.04.17 15:53:20 +05'30'

Mayank Jolly
(Director)



Annexure A

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance requirement (regulations/circulars/guidelines including specific clause)	Regulation /Circular no.	Deviations	Action taken by	type of Action	Details of Violation	Fine (INR)	Observations/ remark by PCS	Management Response	Remarks
1	Regulation 13(3)	13(3)	N.A.	BSE	PENALTY	LATE FILLING	1,180.00	The Company has not complied this regulation in time	we, have paid the penalty to BSE in prescribed time	N.A.
2	Regulation 29(3)	29(3)	N.A.	BSE	PENALTY	LATE FILLING	82,600.00	The Company has not complied this regulation in time	we, have paid the penalty to BSE in prescribed time	N.A.
3	Regulation 33	33	N.A.	BSE	PENALTY	LATE FILLING	11,800.00	The Company has not complied this regulation in time	we, have paid the penalty to BSE in prescribed time	N.A.
4	Regulation 33	33	N.A.	BSE	PENALTY	LATE FILLING	17,700.00	The Company has not complied this regulation in time	we, have paid the penalty to BSE in prescribed time	N.A.
5	Regulation 34	34	N.A.	BSE	PENALTY	LATE FILLING	4,720.00	The Company has not complied this regulation in time	we, have paid the penalty to BSE in prescribed time	N.A.
							1,18,000.00			

- The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance requirement (regulations/circulars/guidelines including specific clause)	Regulation/ Circular no.	Deviations	Action taken by	type of Action	Details of Violation	Fine (INR)	Observations/ remark by PCS	Management Response	Remarks
N.A.										

Date: 17-04-2023
Place: Ahmedabad



**For HDS& Associates
(Company Secretaries)**

Cop. No: 17840

Heti Rehen Digitally signed by
Hetu Rehen Gandhi

Gandhi Date: 2023.04.17
15:32:47 +05'30'

**CS Heti R. Gandhi
(Proprietor)**

M. No. F11884

Pr. No. 1507/2021

UDIN: A047554E000118779